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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 26165-A FILED

FEB 01 '06 11:21 AM

SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

February 1, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment Agreement, dated as of December 7, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number \_\_\_\_\_.

The names and addresses of the parties to the enclosed document are:

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Ohio 43537

Assignee: Wells Fargo Equipment Finance, Inc.  
Investors Building, Suite 700  
733 Marquette Avenue  
Minneapolis, Minnesota 55402

Mr. Vernon A. Williams  
February 1, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

6 covered hopper cars within the series AEX 005873- AEX 005922 as more particularly set forth on the schedule attached to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Robert W. Alvord", followed by the initials "R.W.A." in a smaller, more stylized script.

Robert W. Alvord

RWA/anm  
Enclosures



Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402

RECORDATION NO.

26165-<sup>A</sup>

FILED

# Memorandum of Assignment Agreement

FEB 01 '06

11-21 AM

## SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment Agreement ("Memorandum of Assignment") made and entered into as of this 7 day of December, 2005, by and between The Andersons, Inc., a Ohio corporation ("Assignor") and Wells Fargo Equipment Finance, Inc., a Minnesota corporation ("Assignee").

### WITNESSETH

1. Assignor has agreed to assign to Assignee that certain lease agreement dated October 1, 2005, between Assignor, as Lessor and General Mills Operations, Inc., as Lessee for the Six (6) Used 5250 Cubic Foot Covered Hopper Railcars built in 1973 bearing the railroad reporting markings set forth on Schedule A hereto.

2. This Memorandum of Assignment Agreement shall be effective as of the date set forth below and shall be subject to the Lease Term, as defined in the Lease.

In Witness Whereof, the parties hereto have caused this Memorandum of Assignment to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of December 7, 2005

The Andersons, Inc.

Wells Fargo Equipment Finance, Inc.

By:

*Carol Smith*

By:

*[Signature]*

Title: Vice President, Finance & Treasurer

Title:

*[Signature]*

**WELLS  
FARGO**

*Wells Fargo Equipment Finance  
Investors Building, Suite 700  
733 Marquette Ave So  
Minneapolis, MN 55402*

**Schedule A**  
**to Memorandum of**  
**Assignment Agreement**

*Lessee: The Andersons, Inc.*

**Six (6) Used 5250 Cubic Foot Covered Hopper Railcars built in 1973 with the following markings:**

**AEX 005873**

**AEX 005876**

**AEX 005903**

**AEX 005913**

**AEX 005916**

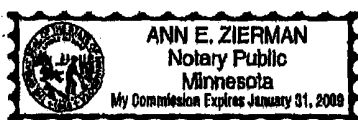
**AEX 005922**



STATE OF MINNESOTA  
COUNTY OF HENNEPIN

On this 15<sup>th</sup> day of December, 2005 before me personally appeared, Jacqueline P. Barragan to me personally known, who being by me duly sworn, says that s/he is the Assistant Vice President of Wells Fargo Equipment Finance, Inc., a Minnesota corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]



Ann E. Zierman  
Notary Public

My commission expires: January 31<sup>st</sup>, 2009

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

On this \_\_\_\_\_ day of \_\_\_\_\_, 2005 before me personally appeared, \_\_\_\_\_ to me personally known, who being by me duly sworn, says that s/he is the \_\_\_\_\_ of \_\_\_\_\_, a(n) \_\_\_\_\_ corporation, that said instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Seal]

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF MINNESOTA  
COUNTY OF HENNEPIN

On this \_\_\_\_\_ day of \_\_\_\_\_, 2005 before me personally  
appeared, \_\_\_\_\_ to me  
personally known, who being by me duly sworn, says that s/he is the  
\_\_\_\_\_ of Wells Fargo Equipment Finance, Inc., a  
Minnesota corporation, that said instrument was signed on behalf of  
said corporation, and s/he acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.

[Seal]

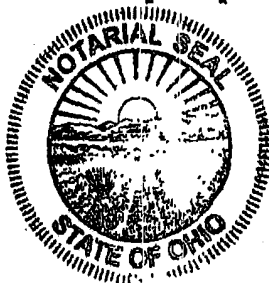
\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

STATE OF OHIO  
COUNTY OF LUCAS

On this 13th day of December, 2005 before me  
personally appeared, Gary Smith to me  
personally known, who being by me duly sworn, says that s/he is the  
Vice President,  
Finance & Treasurer of The Andersons, Inc., a(n)  
Ohio corporation, that said instrument was signed on  
behalf of said corporation, and s/he acknowledged that the execution  
of the foregoing instrument was the free act and deed of said  
corporation.

[Seal]



Judy A. Baldwin  
Notary Public

My commission expires: 02/01/2010

JUDY A. BALDWIN  
Notary Public, State of Ohio  
Commission Expires 02/01/2010

**CERTIFICATION**

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: February 1, 2006

  
\_\_\_\_\_  
Edward M. Luria